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Telecommunications
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Trademarks
Proprietary Rights
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July 21, 2003

HAND DELIVERED VIA COURIER

Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau
P.O. Box 358145
Pittsburgh, PA 15251-5145

Re: Joint Application of Buyers United, Inc., d/b/a buyersonline, d/b/a United Carrier Networks and Touch America, Inc. (Debtor-in-Possession) for Domestic Section 214 Authority to Transfer the Customer Base of an Authorized Domestic Carrier

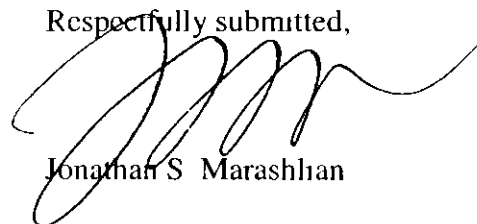
Dear Ms. Dortch.

On Behalf of Buyers United, Inc., d/b/a buyersonline, d/b/a United Carrier Networks ("Buyers") and Touch America, Inc. ("TA"), enclosed please find an original and six (6) copies of the application for domestic Section 214 authority to transfer TA's existing switched and dedicated voice long distance customer base to Buyers.

Also enclosed is a completed Fee Remittance Form 159 and check in the amount of \$860.00, to the Federal Communications Commission, in satisfaction of the filing fee requirement for this Application under line 2 b of Section 1.1105 of the Commission's rules. An extra copy of this filing is enclosed, please date-stamp and return in the enclosed self addressed, stamped envelope.

Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,



Jonathan S. Marashlian

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page No 1 of 2

(1) LOCKBOX #

358145

SPECIAL USE

FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYEE NAME (if paying by credit card, enter name exactly as it appears on your card)

THE HELEN LAW GROUP, P.C.

(3) TOTAL AMOUNT PAID (U.S. Dollars and cents)

\$860.00

(4) STREET ADDRESS LINE NO. 1

8180 GREENSBORO DRIVE, SUITE 700

(5) STREET ADDRESS LINE NO. 2

(6) CITY

McLEAN

(7) STATE

VA

(8) ZIP CODE

22102

(9) DAYTIME TELEPHONE NUMBER (include area code)

(703) 714-1300

(10) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(11) PAYEE (FRN)

0003-7841-88

(12) PAYEE (TIN)

52-1850650

IF PAYEE NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

(13) APPLICANT NAME

BUYERS UNITED, INC. d/b/a buyersonline d/b/a United Carrier Networks

(14) STREET ADDRESS LINE NO. 1

14870 SOUTH PONY EXPRESS DRIVE

(15) STREET ADDRESS LINE NO. 2

(16) CITY

BLUFFDALE

(17) STATE

UT

(18) ZIP CODE

84065

(19) DAYTIME TELEPHONE NUMBER (include area code)

(866) 541-0000

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(21) APPLICANT (FRN)

0004-9779-97

(22) APPLICANT (TIN)

87-0528557

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID

(24A) PAYMENT TYPE CODE

(25A) QUANTITY

CUT

1

(26A) FEE DUE FOR (PTC)

(27A) TOTAL FEE

\$860.00

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

(24B) PAYMENT TYPE CODE

(25B) QUANTITY

(26B) FEE DUE FOR (PTC)

(27B) TOTAL FEE

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

SECTION D - CERTIFICATION

(30) CERTIFICATION STATEMENT

I, JONATHAN S. MARSHMAN,
the best of my knowledge, information and belief

SIGNATURE

DATE

7/11/03

SECTION E - CREDIT CARD PAYMENT INFORMATION

(31)



MASTERCARD

MASTERCARD/VISA ACCOUNT NUMBER

EXPIRATION
DATE



VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization herein described

SIGNATURE

DATE

SPECIAL USE

FCC USE ONLY

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT

SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME

TOUCH AMERICA, INC (DEBORAH-IN-POSSESSION)

(14) STREET ADDRESS LINE NO. 1

130 NORTH MAIN STREET

(15) STREET ADDRESS LINE NO. 2

(16) CITY

BOULDER

(17) STATE

MT

(18) ZIP CODE

59701

(19) DAYTIME TELEPHONE NUMBER (include area code)

(406) 497-5100

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(21) APPLICANT (FRN)

0005-8064-68

(22) APPLICANT (TIN)

0810424592

IF MORE BOXES ARE NEEDED, USE ADDITIONAL FCC 159-C CONTINUATION SHEETS TO LIST EACH SERVICE

SECTION CC - PAYMENT INFORMATION

(23A) CALL SIGN/OTHER ID

(24A) PAYMENT TYPE CODE

(25A) QUANTITY

(26A) FEE DUE FOR (PTC)

(27A) TOTAL FEE

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

(24B) PAYMENT TYPE CODE

(25B) QUANTITY

(26B) FEE DUE FOR (PTC)

(27B) TOTAL FEE

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

(23C) CALL SIGN/OTHER ID

(24C) PAYMENT TYPE CODE

(25C) QUANTITY

(26C) FEE DUE FOR (PTC)

(27C) TOTAL FEE

FCC USE ONLY

(28C) FCC CODE 1

(29C) FCC CODE 2

(23D) CALL SIGN/OTHER ID

(24D) PAYMENT TYPE CODE

(25D) QUANTITY

(26D) FEE DUE FOR (PTC)

(27D) TOTAL FEE

FCC USE ONLY

(28D) FCC CODE 1

(29D) FCC CODE 2

(23E) CALL SIGN/OTHER ID

(24E) PAYMENT TYPE CODE

(25E) QUANTITY

(26E) FEE DUE FOR (PTC)

(27E) TOTAL FEE

FCC USE ONLY

(28E) FCC CODE 1

(29E) FCC CODE 2

(23F) CALL SIGN/OTHER ID

(24F) PAYMENT TYPE CODE

(25F) QUANTITY

(26F) FEE DUE FOR (PTC)

(27F) TOTAL FEE

FCC USE ONLY

(28F) FCC CODE 1

(29F) FCC CODE 2

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of the Joint Application of)

BUYERS UNITED, INC.,)
d/b/a buyersonline,)
d/b/a United Carrier Networks)

and)

TOUCH AMERICA, INC. (Debtor-in-Possession))

For Authority Pursuant to Section 214 of the)
Communications Act of 1934, as Amended, to Transfer)
the Customer Base of an Authorized Domestic Carrier)
_____)

WB Docket No. 03-_____

APPLICATION

I. INTRODUCTION

Buyers United, Inc , d/b/a buyersonline, d/b/a United Carrier Networks (“Buyers” or “Transferee”) and Touch America, Inc. (“Debtor-in-Possession”) (“Touch America” or “Transferor”) (together “Applicants”), through their undersigned counsel and pursuant to Section 214 of the Communications Act of 1934, as amended,¹ and section 63.04(a) of the Commission’s rules,² hereby request Section 214 authority to enable Buyers to acquire certain of Touch America’s customers, as described in this application. The proposed transaction will not result in a loss or impairment of service to the Touch America customers that would be affected by consummation of the proposed transaction. This application is therefore being filed as a transfer

¹ 47 U.S.C. § 214 (the “Act”)

of control application pursuant to Section 63.04 of the Commission's rules.³ As described below, Touch America is currently operating under the protection of Chapter 11 of the U.S. Bankruptcy Code.⁴

II. SUMMARY OF THE PROPOSED TRANSACTION

On June 19, 2003, Touch America Holdings, Inc. ("TA Holdings") and all of its subsidiaries, including Touch America, filed voluntary petitions under Chapter 11 of the U.S. Bankruptcy Code to reorganize their business and financial structure.⁵ On June 6, 2003, Buyers and Touch America entered into an Asset Purchase Agreement ("Agreement"), wherein Touch America agreed to sell and Buyers agreed to acquire Touch America's existing switched and dedicated voice long distance customer base.⁶ Although entered into prior to Touch America's bankruptcy filing, the Agreement may be subject to the approval of the Bankruptcy Court. The customer base transfer contemplated by the Agreement is subject to notification requirements and/or the approvals of certain state public utility commissions ("PUCs").⁷

² 47 C.F.R. § 63.04(a)

³ *Id.*

⁴ See Chapter 11 Case No. 03-11915-MFW *et al.* (Bankr. D. Del.)

⁵ *Id.*

⁶ On June 26, 2003, 360 networks and Touch America jointly filed an Application with the Commission seeking approval of a proposed transfer of substantially all of the assets associated with Touch America's existing private line and dedicated Internet businesses, including customer accounts, certain fiber leases, network equipment, and co-location facilities. See *In the Matter of the Joint Application of 360networks (USA) inc and Touch America, Inc (Debtor-in-Possession) For Authority Pursuant to Section 214 of the Communications Act of 1934, as Amended, to Transfer Certain Assets, Including Relevant Customer Base, of An Authorized Domestic Carrier* ("360/TA Joint Application"), WCB Docket No. 03-150 (filed June 26, 2003). The proposed transaction between Touch America and Buyers does not in any way affect the proposed transaction between Touch America and 360 networks, nor does it affect the referenced 360/TA Joint Application. This is so because of the distinct nature of the services and assets being transferred pursuant to Touch America's respective agreements with 360 networks and Buyers.

⁷ The proposed transaction with Buyers contemplates the transfer of Touch America's existing switched and dedicated voice long distance customer accounts. Touch America currently provides switched and dedicated voice long distance services to customers in the following states: Arizona,

Applicants emphasize that the transition of Touch America's switched and dedicated voice long distance customers to Buyers will be seamless and virtually transparent to the Touch America customer base that Buyers will acquire. Following the transfer, Buyers will continue to provide the same interLATA switched and dedicated voice services at the same or lower usage rates. Further, Buyers will provide transferred customers these services under the same terms and conditions of service as they agreed to with Touch America⁸

In accordance with applicable requirements, Applicants have sent written notice to affected customers of Touch America informing them of the proposed transaction. Service to these customers will not be transferred until the requisite approvals have been obtained. In addition, Buyers will file with the Commission the notice and certification required by Section 64.1120(e) of the Commission's rules. Applicants seek to complete the proposed transaction on an expedited basis so that Buyers can integrate the acquired customers into its existing business and reduce or eliminate potential customer disruption and uncertainty.

III. REQUEST FOR EXPEDITED CONSIDERATION

In light of the current bankrupt status of Touch America, the transaction proposed herein is necessary to ensure that the Touch America customer base that Buyers will acquire will continue to receive uninterrupted service. Due to its uncertain financial position, Touch America is vulnerable to erosion of its existing customer base. Touch America also is presently unable to compete effectively for new customers as a result of its capital constraints and the uncertainty of

California, Colorado, Iowa, Idaho, Minnesota, Montana, Nebraska, New Mexico, N. Dakota, Oregon, Texas, Utah, Washington and Wyoming.

⁸ Within two billing cycles after the transfer of customer accounts from Touch America to Buyers, certain customers may notice additional charges on their invoices. Examples are: PICC charges and other monthly recurring charges, such as local loop and toll free fees. All such charges are either authorized by the Commission and/or were contracted for or subscribed to by these customers, but were not previously billed by Touch America due to certain billing system limitations. Customers will be notified in advance of any changes in their billing.

its current financial position. Rapid completion of the transaction therefore is a critical factor in order to minimize the risk of interruption of service or other inconvenience to affected Touch America customers. Accordingly, Applicants respectfully request that the Commission expedite the processing of this Application and grant the requested authority to permit Applicants to consummate the transaction as soon as possible.

IV. INFORMATION REQUIRED BY SECTION 63.04

Applicants submit the following information in support of their request for Section 214 authority pursuant to Section 63.04 of the Commission's rules.

(a) Name, Address and Telephone Number of Each Applicant

Transferor: Touch America, Inc. (Debtor-in-Possession) ("Touch America")
130 North Main Street
Butte, MT 59701-9331
(406) 497-5100
FRN. 0005806468

Transferee: Buyers United, Inc.,
d/b/a buyersonline, d/b/a United Carrier Networks
14870 South Pony Express Drive
Bluffdale, Utah 84065
(866) 541-0000
FRN: 0004977997

(b) State of Organization

Transferor: Touch America is organized under the laws of the State of Montana.

Transferee: Buyers is organized under the laws of the State of Delaware.

(c) Contact persons for this Application

Questions or inquiries concerning this Application may be directed to:

For Buyers:

Kimm Partridge
Buyers United, Inc.
14870 South Pony Express Drive
Bluffdale, Utah 84065
(866) 541-0000 (Tel)
(866) 800-0007 (Fax)
Email: kimm.partridge@buyoinc.com

For Touch America:

Michael Zimmerman
Touch America, Inc.
130 North Main Street
Butte, Montana 59701-9331
(406) 497-5426 (Tel)
(406) 497-5376 (Tel)
Email mike.zimmerman@tamerica.com

with a copy to

Jonathan S Marashlian
The Helein Law Group, P.C.
8180 Greensboro Drive, Suite 700
McLean, Virginia 22102
(703) 714-1313 (Tel)
(703) 714-1330 (Fax)
Email: jsm@thlglaw.com

(d) Equity Ownership. The following person directly owns ten percent (10%) or more of the equity of Buyers United, Inc.

Name:	Theodore Stern
Address	1943 Wrightman Ave. Pittsburgh, PA 15217
Citizenship	U.S.
Principal Business	Investment/Telecommunications
% Equity:	10.4%

No other person or entity, either directly or indirectly, owns ten percent (10%) or more of the equity of Buyers United, Inc

- (c) Certification. Buyers and Touch America each certify pursuant to Sections 1.2001 through 1.2003 of the Commission's rules that no party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 3301.
- (f) Description of the transaction. Please see Section II of this Application.
- (g) Geographic description of areas served. Touch America currently provides switched and dedicated voice long distance services to customers in the following states: Arizona, California, Colorado, Iowa, Idaho, Minnesota, Montana, Nebraska, New Mexico, N. Dakota, Oregon, Texas, Utah, Washington and Wyoming. The addition of the Touch America switched and dedicated voice long distance customers complements Buyers' existing nationwide long distance business
- (h) Streamlined Treatment. Applicants submit that the proposed transaction would result in Buyers having a market share in the interstate, interexchange market of substantially less than 10 percent. Also, neither Applicant is dominant with respect to any service. Accordingly, this Application presumptively qualifies for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's rules.⁹
- (i) Related FCC Applications None.
- (j) Special Consideration As noted previously, Buyers proposes to acquire the switched and dedicated voice long distance customers of Touch America, a company that is currently in bankruptcy. Applicants request expeditious processing of this Application to permit the proposed transaction to be completed as soon as possible to minimize the risk of interruption of service or other inconvenience to affected Touch America customers.
- (k) Waiver Requests Applicants have not filed any waiver requests in conjunction with the proposed transaction.
- (l) Public Interest Considerations The proposed transaction will serve the public interest by avoiding any interruption of service and inconvenience to affected Touch America customers. By providing stability to those switched and dedicated voice long distance customers, the proposed transaction will ensure that those customers continue to enjoy voice long distance services backed by exceptional support services. Given that Buyers will provide these services on the same or lower usage rates and terms and conditions of service that these customers contracted for and/or subscribed to with Touch America, the

⁹ 47 C.F.R. § 63.03(b)(2)(i).

transaction will be virtually transparent to customers in terms of the services they receive. Moreover, as explained above, Applicants have provided written notice of the proposed transaction to assure that affected Touch America customers will understand how the proposed change in service provider will affect them.

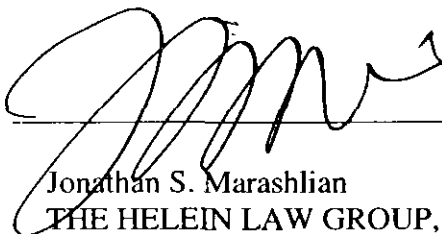
Applicants note that Touch America's financial position at this stage precludes it from effectively competing for new customers and renders it vulnerable to erosion of its existing customer base. The proposed transaction, however, will help to offset these impacts by enabling Buyers to expand its voice long distance customer base, thereby enhancing its presence in the market as a competitive provider of telecommunications services. Accordingly, Applicants respectfully submit that the proposed transaction will serve the public interest.

V. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application. This Application is contingent on the closing of the transaction as reported herein. If the closing does not occur, Applicants will promptly notify the Commission.

Respectfully submitted,

By: _____



Jonathan S. Marashlian
THE HELEIN LAW GROUP, P.C.
8180 Greensboro Drive, Suite 700
McLean, Virginia 22102
(703) 714-1313 (Tel)
(703) 714-1330 (Fax)

Michael Zimmerman
Touch America, Inc.
130 N Main St.
Butte, Montana 59701
(406) 496-5100 (Tel)
(406) 496-5330 (Fax)

On behalf of **Touch America, Inc.**

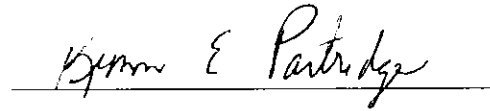
Counsel to **Buyers United, Inc.**

Dated: July 21, 2003

**Certification of
Buyers United, Inc.**

CERTIFICATION

I, Kimm Partridge, Secretary of Buyers United, Inc , d/b/a buyersonline, d/b/a United Carrier Networks ("Buyers") hereby certify that the information in the attached application as it pertains to Buyers is true and accurate to the best of my knowledge and that Buyers is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C § 853(a), as amended.

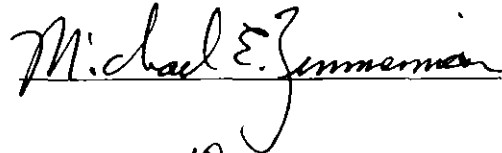
A handwritten signature in black ink, reading "Kimm E Partridge", is written over a horizontal line.

Date: July 18, 2003

**Certification of
Touch America, Inc.
(Debtor-in-Possession)**

CERTIFICATION

I, Michael Zimmerman, Secretary of Touch America, Inc., hereby certify that the information in the attached application as it pertains to Touch America, Inc. is true and accurate to the best of my knowledge and that Touch America, Inc. is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a), as amended

A handwritten signature in cursive script that reads "Michael E. Zimmerman". The signature is written in black ink and is positioned above a horizontal line.

Date: July 18, 2003